

# **INDIA GELATINE & CHEMICALS LTD.**

Plot No. 1/A, G.I.D.C. Industrial Estate, National Highway, VAPI - 396 195. (Gujarat). INDIA  
Tel.: (260) 240 1741, 240 1584,240 1385,240 0795  
E-MAIL: igclvapi@indiagelatine.com • Web: www.indiagelatine.com • CIN L99999GJ1973PLC002260

Date: April 28, 2020

**To,**  
**BSE Limited,**  
Department of Corporate Services – CRD,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**BSE Scrip Code: 531253/ Scrip ID: INDGELA**

Sub : Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> March, 2020

Dear Sir,

Please find enclosed herewith a copy of the Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> March, 2020.

We request you to kindly take the above information on record.

Kindly acknowledge the receipt.

Yours faithfully,  
For **INDIA GELATINE & CHEMICALS LIMITED**

**SD/-**  
**Tanaya T. Daryanani**  
**COMPANY SECRETARY**  
**A37181**

Encl.: as above.

Head Office: 77/78, Mittal Chambers, 7th Floor, 228, Nariman Point, Box No. 11620, Mumbai- 400 021.  
Tel.: (022) 2202 0341, 2284 5522 • Email: igclmumbai@indiagelatine.com  
Regd. Office : 703/704, "SHILP", 7th Floor, Near Municipal Market, Sheth C. G. Road, Navrangpura, Ahmedabad- 380 009 (Gujarat). Tel.: (079) 2646 6737, 2646 9514 • Fax: (079) 2646 5569.

**BSE LTD**  
**ACKNOWLEDGEMENT**

Acknowledgement No	: 2804202012471827	Date & Time	: 28/04/2020 12:47:18 PM
Scrip Code	: 531253		
Entity Name	: India Gelatine & Chemicals Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2020		
Mode	: E-Filing		

<b>General information about company</b>	
Scrip code	531253
NSE Symbol	
MSEI Symbol	
ISIN	INE342D01012
Name of the entity	India Gelatine & Chemicals Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson													Yes				
Whether Chairperson is related to MD or CEO													No				
Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Prasanth	AAEPM3516D	00044901	Executive Director	Not Applicable	MD	21-08-1965	NA		21-07-2000	01-04-2017		1	0	1	0		
	AAOPM7989A	03107547	Executive Director	Not Applicable		05-12-1971	NA		07-07-2014	01-04-2017		1	0	0	0		
Arul	AADPP6323Q	00562400	Non-Executive - Independent Director	Not Applicable		18-09-1952	NA		19-07-2006	01-04-2019		60	2	1	4	0	
Anandji	AACPM0551G	00549826	Non-Executive - Independent Director	Chairperson		06-04-1936	Yes	29-03-2019	08-02-2013	01-04-2019		60	1	1	2	2	

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in A/ Stakeholder Communication including listed (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Jayprakash Mishrilal Tiwari	AABPT5949G	06906943	Non-Executive - Independent Director	Not Applicable		24-09-1966	NA		07-07-2014	01-04-2019		60	1	1	1
6	Mr	Malay Mahendra Khimji	AADPK1717D	00402675	Non-Executive - Independent Director	Not Applicable		12-08-1965	NA		13-03-2020			60	1	1	0

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00549826	Pradip Pranjivan Madhavji	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00562400	Shridhar Nandlal Pittie	Non-Executive - Independent Director	Member	01-04-2019		
3	06906943	Jayprakash Mishrilal Tiwari	Non-Executive - Independent Director	Member	01-04-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00562400	Shridhar Nandlal Pittie	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00549826	Pradip Pranjivan Madhavji	Non-Executive - Independent Director	Member	01-04-2019		
3	06906943	Jayprakash Mishrilal Tiwari	Non-Executive - Independent Director	Member	01-04-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00549826	Pradip Pranjivan Madhavji	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00562400	Shridhar Nandlal Pittie	Non-Executive - Independent Director	Member	01-04-2019		
3	00044901	Viren Chandrasinh Mirani	Executive Director	Member	01-04-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00044901	Viren Chandrasinh Mirani	Executive Director	Chairperson	01-04-2017		
2	03107547	Shefali Viren Mirani	Executive Director	Member	01-04-2017		
3	06906943	Jayprakash Mishrilal Tiwari	Non-Executive - Independent Director	Member	01-04-2019		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	05-11-2019				Yes	5	3
2		11-02-2020	97		Yes	5	3
3		13-03-2020	30		Yes	6	4

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	05-11-2019				Yes	3	3
2	Audit Committee	11-02-2020	97			Yes	3	3
3	Nomination and remuneration committee	11-02-2020				Yes	3	3
4	Stakeholders Relationship Committee	05-11-2019				Yes	3	2
5	Stakeholders Relationship Committee	11-02-2020	97			Yes	3	2
6	Corporate Social Responsibility Committee	11-02-2020				Yes	3	1

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Tanaya T. Daryanani
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.indiagelatine.com/properties.html">https://www.indiagelatine.com/properties.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.indiagelatine.com/directors.html">https://www.indiagelatine.com/directors.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.indiagelatine.com/financial/code%20of%20conduct%20for%20board%20of%20directors%20&amp;%20senior%20m">http://www.indiagelatine.com/financial/code%20of%20conduct%20for%20board%20of%20directors%20&amp;%20senior%20m</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.indiagelatine.com/financial/Whistle%20Blower%20Policy.pdf">http://www.indiagelatine.com/financial/Whistle%20Blower%20Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.indiagelatine.com/financial/Nomination%20&amp;%20Remuneration%20Policy.pdf">http://www.indiagelatine.com/financial/Nomination%20&amp;%20Remuneration%20Policy.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction.pdf">http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.indiagelatine.com/financial/overview%20of%20familiarisation%20programme%20imparted%20to%20Independ">https://www.indiagelatine.com/financial/overview%20of%20familiarisation%20programme%20imparted%20to%20Independ</a>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
12	Financial results	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
13	Shareholding pattern	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://www.indiagelatine.com/financial/policy-for-determination-events.pdf">http://www.indiagelatine.com/financial/policy-for-determination-events.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.indiagelatine.com/financialinfo.html">https://www.indiagelatine.com/financialinfo.html</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Tanaya T. Daryanani
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Tanaya T. Daryanani
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Tanaya T. Daryanani
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	28-04-2020

